

**ENTERED**

February 16, 2023

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

**In re**

**MINING PROJECT WIND DOWN  
HOLDINGS, INC. (f/k/a Compute North  
Holdings, Inc.), et al.,<sup>1</sup>**

**Debtors.**

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**Chapter 11****Case No. 22-90273-MI****(Jointly Administered)**

**STIPULATION AND AGREED ORDER**

Mining Project Wind Down Holdings, Inc. (f/k/a Compute North Holdings, Inc.), and its above-captioned affiliates as debtors and debtors in possession (together, the “**Debtors**”) and Alder BTC Holdings LLC, Alder Opportunity LP and Alder SPV I LLC (together, the “**Claimants**”, and collectively with the Debtors, the “**Parties**”), by and through each of their undersigned counsel, hereby enter into this Stipulation and Agreed Order:

**WHEREAS**, on September 22, 2022 (“**Petition Date**”), the above-captioned debtors filed voluntary petitions for relief in this Court under chapter 11 title 11 of the United States Code, commencing the above-captioned chapter 11 bankruptcy cases.

**WHEREAS**, On September 26, 2022, the Court entered its *Order (I) Authorizing Debtors to (A) File a Consolidated Creditor Matrix, (B) File a Consolidated List of 30 Largest Unsecured Creditors, and (C) Redact Certain Individual and Customer Confidential Information, (II) Approving Form and Manner of Notifying Creditors of Commencement of Chapter 11 Cases and Other Information, (III) Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment Under Section 503(b)(9), and (IV) Granting Related Relief* [Docket No. 86] (“**Bar Date**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Mining Project Wind Down Holdings Inc. (f/k/a Compute North Holdings, Inc.) (4534); Mining Project Wind Down LLC (f/k/a Compute North LLC) (7185); Mining Project Wind Down Corpus Christi LLC (f/k/a CN Corpus Christi LLC) (5551); Mining Project Wind Down Atoka LLC (f/k/a CN Atoka LLC) (4384); Mining Project Wind Down BS LLC (f/k/a CN Big Spring LLC) (4397); Mining Project Wind Down Colorado Bend LLC (f/k/a CN Colorado Bend LLC) (4610); Mining Project Wind Down Developments LLC (f/k/a CN Developments LLC) (2570); Mining Project Wind Down Equipment LLC (f/k/a CN Equipment LLC) (6885); Mining Project Wind Down King Mountain LLC (f/k/a CN King Mountain LLC) (7190); Mining Project Wind Down MDN LLC (f/k/a CN Minden LLC) (3722); Mining Project Wind Down Mining LLC (f/k/a CN Mining LLC) (5223); Mining Project Wind Down Pledgor LLC (f/k/a CN Pledgor LLC) (9871); Mining Project Wind Down Member LLC (f/k/a Compute North Member LLC) (8639); Mining Project Wind Down NC08 LLC (f/k/a Compute North NC08 LLC) (8069); Mining Project Wind Down NY09 LLC (f/k/a Compute North NY09 LLC) (5453); Mining Project Wind Down STHDAK LLC (f/k/a Compute North SD, LLC) (1501); Mining Project Wind Down Texas LLC (f/k/a Compute North Texas LLC) (1883); Mining Project Wind Down TX06 LLC (f/k/a Compute North TX06 LLC) (5921); and Mining Project Wind Down TX10 LLC (f/k/a Compute North TX10 LLC) (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 300 North LaSalle, Suite 1420, Chicago, Illinois 60654.

**Order**”). Among other things, the Bar Date Order set a deadline for all persons or entities (excluding governmental units) to file proofs of claim in the Debtors’ cases on or before November 23, 2022 (the “**Claims Bar Date**”).

**WHEREAS** on dates set forth below, Claimants filed the following Proofs of Claim in the following amounts (the “**Claims**”) against debtor Compute North Holdings LLC:

Claimant	Amount	Claim Number	Date Filed
Alder BTC Holdings LLC	\$38,925.60	20	Nov. 21, 2022
Alder BTC Holdings LLC	\$38,925.60	10071	Nov. 21, 2022
Alder Opportunity LP	\$44,981.40	21	Nov. 21, 2022
Alder Opportunity LP	\$44,981.40	10070	Nov. 21, 2022
Alder SPV I LLC	\$152,924.40	22	Nov. 21, 2022
Alder SPV I LLC	\$152,924.40	10069	Nov. 21, 2022
Alder SPV I LLC	\$161,524.40	10158	Jan. 24, 2023

**WHEREAS**, On November 23, 2022, the Debtors filed their *Joint Liquidating Chapter 11 Plan of Compute North Holdings, Inc. and its Debtor Affiliates* [Docket No. 576] (as amended from time to time, the “**Plan**”)<sup>2</sup>.

**WHEREAS** pursuant to the *Notice of Hearing to Consider (I) the Adequacy of the Debtors’ Disclosure Statement. (II) Confirmation of the Plan, and (III) Related Voting and Objection Procedures* [Docket No. 724], the deadline for creditors to cast ballots in support of confirmation of the Plan is February 1, 2023 at 4:00 p.m. prevailing Central time (the “**Voting Deadline**”).

**WHEREAS**, the Debtors dispute the validity, priority, and/or amount of some or all of the Claims.

**WHEREAS**, the Parties have agreed that the Claim should be resolved by agreement as follows and treated as follows:

**IT IS THEREFORE STIPULATED, AGREED AND ORDERED, THAT,**

1. This Stipulation and Agreed Order will be effective as of the date the Bankruptcy Court enters an order confirming the Plan (the “**Effective Date**”). The Debtors agree to seek Bankruptcy Court approval of this Stipulation at the hearing on confirmation of the Plan. Pending the Effective Date of this Stipulation, each of the Parties agrees to be bound by this Stipulation and waives any right to object to approval of it by the Bankruptcy Court. In the event that the Plan is not confirmed, it will be null and void and have no force or effect whatsoever except as may be otherwise agreed in writing by the Parties.

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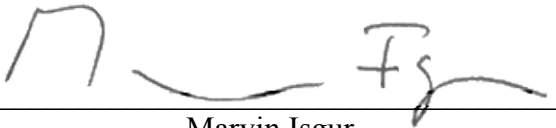
<sup>2</sup> Capitalized terms not otherwise defined herein shall be given the meaning assigned to them in the Plan.

2. Claimants shall have Allowed, liquidated, Class 3 General Unsecured Claims under the Plan in the amounts set forth below (the “**Stipulated Claims**”). Other than the Stipulated Claims, Claimants shall have no other claims or proofs of claim against the Debtors or the Debtors’ estates in these chapter 11 cases. The Claims are deemed amended to conform to the Stipulated Claims and the Official Claims Agent in these cases is authorized and directed to update the claims register maintained in these cases to reflect the Stipulated Claims.

<b>Claimant</b>	<b>Stipulated Claim Amount</b>
Alder BTC Holdings LLC	\$38,925.60
Alder Opportunity LP	\$44,981.40
Alder SPV I LLC	\$152,924.40

3. Claimants shall cast their ballots in the amounts of the Stipulated Claim in support of confirming the Plan on or before the Voting Deadline. Claimants agree that they will neither oppose the Plan nor opt out of the releases set forth in Section 9 of the Plan.
4. Claimants’ Stipulated Claims shall be treated as provided under Section 3 of the Plan.
5. The Debtors hereby release Claimants from any and all claims, interests, obligations, rights, suits, damages, Causes of Action, remedies, and liabilities whatsoever, whether known or unknown, foreseen or unforeseen, existing or hereafter arising, in law or equity, whether reserved under any Plan Supplement or other Plan document, that any of the Debtors, their Estates or their Affiliates would have been legally entitled to assert (whether individually or collectively), against Claimants, based upon any act, omission, transaction, agreement, event, or other occurrence taking place on or before the entry of this Stipulation and Agreed Order, except as otherwise set forth in this Stipulation and Agreed Order.
6. The Court shall retain jurisdiction over any and all matters arising from the interpretation or implementation of this Stipulation and Agreed Order.

Signed: February 16, 2023

  
 Marvin Isgur  
 United States Bankruptcy Judge

**STIPULATED AND AGREED TO BY:**

**FERGUSON BRASWELL  
FRASER KUBASTA PC**

/s/ Rachael L. Smiley  
Rachael L. Smiley (Texas Bar No. 24066158)  
2500 Dallas Parkway, Suite 600  
Plano, Texas 75093  
Telephone: 972-378-9111  
Facsimile: 972-378-9115  
Email: [rsmiley@fbfk.law](mailto:rsmiley@fbfk.law)

**EFFICIENCY COUNSEL FOR DEBTORS**

-and-

/s/ Liz Boydston  
Liz Boydston (SBN 24053684)  
2950 N. Harwood Street, Suite 2100  
Dallas, Texas 75201  
Telephone: (214) 397-0030  
Facsimile: (214) 397-0033  
Email: [lboydston@polsinelli.com](mailto:lboydston@polsinelli.com)

**COUNSEL FOR CLAIMANTS**